

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Flynn James E</u> <hr/> (Last) (First) (Middle) 780 THIRD AVENUE 37TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NeuroMetrix, Inc. [ NURO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	09/09/2009		P		922,620	A	\$2	1,572,705	I <sup>(2)</sup>	Through Deerfield Special Situations Fund, L.P. <sup>(2)</sup>
Common Stock <sup>(1)</sup>	09/09/2009		P		1,626,053	A	\$2	2,820,968	I <sup>(3)</sup>	Through Deerfield Special Situations Fund International Limited <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrants (right to buy)	\$2.2	09/09/2009		P		876,489		03/08/2010	09/09/2014	Common Stock	876,489	\$0.125	876,489	I <sup>(2)</sup>	Through Deerfield Special Situations Fund, L.P. <sup>(2)</sup>
Common Stock Warrants (right to buy)	\$2.2	09/09/2009		P		1,544,750		03/08/2010	09/09/2014	Common Stock	1,544,750	\$0.125	1,544,750	I <sup>(3)</sup>	Through Deerfield Special Situations Fund International Limited <sup>(3)</sup>

1. Name and Address of Reporting Person\*  
Flynn James E  


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 (Last) (First) (Middle)  
 780 THIRD AVENUE  
 37TH FLOOR  


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 (Street)  
 NEW YORK NY 10017  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DEERFIELD CAPITAL LP  


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 (Last) (First) (Middle)

780 THIRD AVENUE  
37TH FLOOR

(Street)  
NEW YORK NY 10017  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Deerfield Special Situations Fund, L.P.

(Last) (First) (Middle)  
780 3RD AVENUE  
37TH FLOOR

(Street)  
NEW YORK NY 10017  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DEERFIELD MANAGEMENT CO /NY

(Last) (First) (Middle)  
780 THIRD AVENUE, 37TH FLOOR

(Street)  
NEW YORK NY 10017  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Deerfield Special Situations Fund International LTD

(Last) (First) (Middle)  
C/O HEMISPHERE MANAGEMENT (B.V.I.)  
COLUMBUS CENTRE, P.O. BOX 3460

(Street)  
ROAD TOWN,  
TORTOLA D8 -  
(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons").
2. Deerfield Capital, L.P. is the general partner of Deerfield Special Situations Fund, L.P. (the "Domestic Fund"). James E. Flynn is the managing member of the general partner of Deerfield Capital, L.P. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Domestic Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
3. Deerfield Management Company, L.P. is the investment manager of Deerfield Special Situations Fund International Limited (the "Offshore Fund"). James E. Flynn is the managing member of the general partner of Deerfield Management Company, L.P. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Offshore Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

**Remarks:**

Darren Levine, Attorney-In-Fact: Power of Attorney, which is hereby incorporated by reference to exhibit 24 of the Form 3 filed by the Reporting Persons on December 5, 2008 with respect to NeuroMetrix, Inc.

/s/ Darren Levine 09/11/2009

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Names: Deerfield Capital L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund International Limited

Address: Deerfield Capital, L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P.:  
780 Third Avenue, 37th Floor  
New York, NY 10017

Deerfield Special Situations Fund International Limited:  
c/o Bisys Management  
Bison Court, Columbus Centre, P.O. Box 3460  
Road Town, Tortola  
British Virgin Islands

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: NeuroMetrix, Inc. (NURO)

Date of Earliest Transaction Reported: September 9, 2009

The undersigned, Deerfield Capital, L.P., Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., and Deerfield Special Situations Fund International Limited are jointly filing the attached Statement of Changes In Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of NeuroMetrix, Inc.

Signatures:

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC, General Partner

By: /s/ Darren Levine  
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Darren Levine, Authorized Signatory

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC, General Partner

By: /s/ Darren Levine  
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Darren Levine, Authorized Signatory

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Authorized Signatory

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC, General Partner

By: /s/ Darren Levine  
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Darren Levine, Authorized Signatory